

Edward S. Weisfelner, Esq.
Gordon Z. Novod, Esq.
BROWN RUDNICK LLP
Seven Times Square
New York, NY 10036
Telephone: (212) 209-4800
Facsimile: (212) 209-4801

Counsel to the Ad Hoc Consortium of LBSF Claimants

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors	:	(Jointly Administered)
	:	
-----X		

**VERIFIED STATEMENT OF BROWN RUDNICK LLP
PURSUANT TO FED. R. BANKR. P. 2019(a)**

Brown Rudnick LLP (“Counsel”) hereby submits this verified statement (“Verified Statement”) pursuant to Fed. R. Bankr. P. 2019(a), and states as follows:

1. Counsel appears in these cases on behalf of an *ad hoc* consortium (the “Ad Hoc Consortium”) of Lehman Brothers Special Financing Inc. (“LBSF”) claimants, whose members (the “Members”) consist of the entities whose names and addresses are set forth on Schedule A attached hereto.

2. Each of the Members is the beneficial owner of, or the holder or manager of various accounts with investment authority, contractual authority or voting authority over claims against and/or interests in LBSF arising out of applicable agreements, law or equity.

3. The Members of the *Ad Hoc* Consortium, an unofficial consortium, are the beneficial owners of approximately \$1.47 billion in claims against LBSF.

4. Certain of the Members of the *Ad Hoc* Consortium, affiliates thereof, or funds that they manage, are or may be the beneficial owner of claims against Lehman Brothers Holdings Inc., its affiliates or subsidiaries.

5. Counsel was approached by Members of the *Ad Hoc* Consortium to discuss the treatment of LBSF claimants. The *Ad Hoc* Consortium has also requested that Counsel represent it in connection with these chapter 11 cases.

6. As of the date hereof, Counsel does not hold a claim against LBSF or the above-captioned Debtors.

7. In matters unrelated to the *Ad Hoc* Consortium, Brown Rudnick represents other creditors of the Debtors, as set forth in the First Amended Verified Statement pursuant to Fed. R. Bankr. P. 2019(a) dated September 29, 2008 [Docket No. 436]. As set forth in that statement, Brown Rudnick represents the following entities each acting separate and apart from the *Ad Hoc* Consortium or any other group in connection with these cases.

- a. Altova, Inc.
900 Cummings Center, Suite 314-T
Beverly, MA 01915-6181
- b. Newport Global Advisors LP
21 Waterway Avenue, Suite 150
The Woodlands, TX 77380
- c. Providence Equity Partners
50 Kennedy Plaza, 18th Floor
Providence, RI 02903

8. Brown Rudnick may also represent or advise, or may have represented or advised, other parties in interest in these cases that have not been included in this statement because such

parties have not appeared in these cases or such representations have been concluded. These parties in interest may include commercial and investment banks, private equity and hedge funds, and other financial institutions.

9. The undersigned hereby verifies under oath that this Verified Statement is true and accurate, to the best of the undersigned's knowledge and belief. Counsel reserves the right to revise and supplement this statement.

Dated: New York, New York
December 23, 2009

BROWN RUDNICK LLP

By: /s/ Edward S. Weisfelner
Edward S. Weisfelner, Esq.
Gordon Z. Novod, Esq.
Seven Times Square
New York, NY 10036
Telephone: (212) 209-4800
Facsimile: (212) 209-4801

*Counsel to the Ad Hoc Consortium of LBSF
Claimants*

SCHEDULE A

Consortium Member Name and Address	
1.	Anchorage Advisors 610 Broadway Sixth Floor New York, NY 10012
2.	Blue Angel Claims LLC 65 East 55 th Street New York, NY 10022
3.	Canyon Capital Advisors LLC 2000 Avenue of the Stars 11th Floor Los Angeles, CA 90067
4.	CBW LLC c/o Ashurst LLP 1 Penn Plaza 36 th Floor New York, NY 10119
5.	Fortress Investment Group LLC 1345 Avenue of the Americas New York, NY 10105
6.	GFA I LLC c/o Ashurst LLP 1 Penn Plaza 36 th Floor New York, NY 10119
7.	Longacre Fund Management, LLC 810 Seventh Avenue 33rd Floor New York, NY 10019
8.	Monarch Alternative Capital LP 535 Madison Avenue New York, NY 10022

Consortium Member Name and Address	
9.	Serengeti Asset Management LP 1115 Broadway 12th Floor New York, NY 10010
10.	Silver Point Capital LP Two Greenwich Plaza 1st Floor Greenwich, CT 06830-6353
11.	Stonehill Capital Management LLC 885 Third Avenue Suite 3010 New York, NY 10022
12.	TSO LLC c/o Ashurst LLP 1 Penn Plaza 36 th Floor New York, NY 10119
13.	Värde Partners, Inc. 8500 Normandale Lake Blvd Suite 1500 Minneapolis, MN 55437
14.	Venor Capital Management LP Times Square Tower 7 Times Square Suite 3505 New York, NY 10036